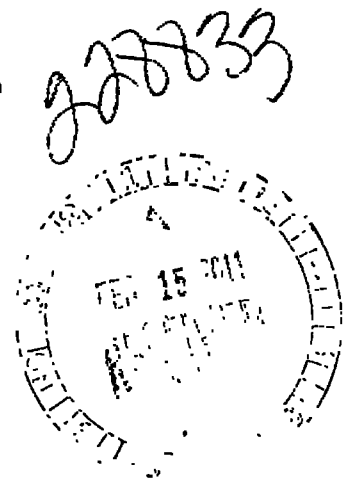


LAW OFFICES
JOHN D. HEFFNER, PLLC
1750 K STREET, N.W.
SUITE 200
WASHINGTON, D.C. 20006
PH: (202) 296-3333
FAX: (202) 296-3939



February 15, 2011

BY HAND

Ms. Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 F Street, N.W.
Washington, D.C. 20423-0001

FILE ORIGINAL

FEB 15 2011

SURFACE
TRANSPORTATION BOARD

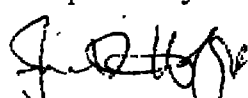
RE: STB Finance Docket No. 35253, Arthur W. Single II, Dale R. Pape, Dawn M. Osment, I. Howard Smith, Ferrovia-LLC, and Adrian & Blissfield Rail Road Company-Continuance-in-Control-Exemption- Charlotte Southern Railroad Company, Detroit Connecting Railroad Company, Lapeer Industrial Railroad Company, and Jackson & Lansing Railroad Company

Dear Ms. Brown:

On behalf of Arthur Single II, Dale R. Pape, Dawn M. Osment, I. Howard Smith, Dawn M. Osment, Ferrovia-LLC, and the Adrian & Blissfield Rail Road Company, Petitioners, I am filing an original and ten copies of a verified Notice of Exemption under 49 CFR 1180.2(d)(2) for the continuance in control of the above-referenced class III rail carriers.

I am also submitted a copy of this filing on a computer disk and a check for \$1300 to cover the applicable filing fee.

Respectfully submitted


John D. Heffner
Counsel for Petitioners

FEE RECEIVED

FEB 15 2011

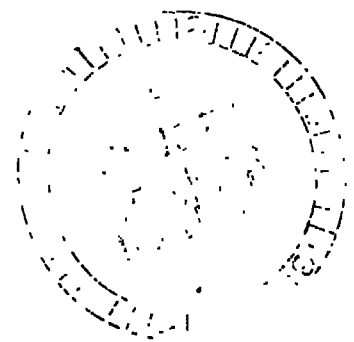
SURFACE
TRANSPORTATION BOARD

Enclosures

228833

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB FINANCE DOCKET NO. 35253



**ARTHUR W. SINGLE II, DALE R. PAPE, DAWN M. OSMENT,
I. HOWARD SMITH, FERROVIA-LLC,
AND ADRIAN & BLISSFIELD RAIL ROAD COMPANY,
-- CONTINUANCE-IN-CONTROL EXEMPTION --
CHARLOTTE SOUTHERN RAILROAD COMPANY,
DETROIT CONNECTING RAILROAD COMPANY,
LAPEER INDUSTRIAL RAILROAD COMPANY, AND
JACKSON & LANSING RAILROAD COMPANY**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 CFR §1180.2(d)(2)**

FEE RECEIVED
FEB 15 2011
SURFACE
TRANSPORTATION BOARD

Submitted By:

John D. Heffner
John D. Heffner, PLLC
1750 K Street, N.W.
Suite 200
Washington, D.C. 20006
(202) 296-3333

Counsel for Petitioner

FILED

FEB 15 2011

**SURFACE
TRANSPORTATION BOARD**

Dated: February 15, 2011

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB FINANCE DOCKET NO. 35253

**ARTHUR W. SINGLE II, DALE R. PAPE, DAWN M. OSMENT,
I. HOWARD SMITH, FERROVIA-LLC,
AND ADRIAN & BLISSFIELD RAIL ROAD COMPANY,
-- CONTINUANCE-IN-CONTROL EXEMPTION --
CHARLOTTE SOUTHERN RAILROAD COMPANY,
DETROIT CONNECTING RAILROAD COMPANY,
LAPEER INDUSTRIAL RAILROAD COMPANY, AND
JACKSON & LANSING RAILROAD COMPANY**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 CFR §1180.2(d)(2)**

Come now Arthur W. Single II, Dale R. Pape, Dawn M. Osment, I. Howard Smith, Ferrovia-LLC,¹ and the Adrian & Blissfield Railroad Company ("Petitioners") and state as follows:

1. Pursuant to the provisions of Section 1180 of the Board's Railroad Consolidation Rules, 49 C.F.R. §1180 et seq., Petitioners hereby give notice of a transaction which qualifies for exemption under §1180.2(d)(2) of those rules.

2. As may be relevant here, Arthur Single II, Dale R. Pape, Dawn M. Osment, and I. Howard Smith are individuals and noncarriers and Ferrovia-LLC is a limited liability company and noncarrier. Collectively, they currently own 100%

¹ Ferrovia-LLC is a limited liability company controlled by Mark Dobronski, president of the railroads that are the subject of this filing, and his family.

of the common stock of the Adrian & Blissfield Rail Road Company (“ADBF”), an existing class III short line railroad common carrier which in turn controls the Charlotte Southern Railroad Company (“CHS”), Detroit Connecting Railroad Company (“DCON”), Lapeer Industrial Railroad Company (“LIRR”), and Jackson & Lansing Railroad Company (“JAIL”), four existing class III short line railroad common carriers subject to the I.C.C. Termination Act (“ICCTA”).²

3. Petitioners seek a class exemption here for the inadvertently and previously consummated transactions whereby ADBF currently controls, through stock ownership and management, three other existing class III short line railroad common carriers subject to the ICCTA: CHS, DCON, and LIRR.³ Each of these three carriers previously acquired short segments of railroad formerly owned (or leased) and operated by ADBF. Copies of Board decisions authorizing the acquisitions by CHS, DCON, and LIRR, respectively, are attached here as Exhibits B, C, and D.

² ADBF was established in 1991 to operate a rail line owned by and leased from the State of Michigan Department of Transportation that was formerly operated by the Lenawee County Railway Company. Petitioners could not locate a copy of the original 1991 operating authority. In 2000 ADBF acquired its right of way from the State. A copy of a decision exempting that acquisition is attached hereto as Exhibit A.

³ While JAIL has been included in the caption of this notice, Petitioners do not seek authorization for their control of JAIL here as that transaction was recently authorized by exemption granted in Adrian & Blissfield Rail Road Company-Continuance in Control Exemption-Jackson & Lansing Railroad Company, STB Finance Docket No. 35410, STB served October 6, 2010. A petition for revocation submitted by the United Transportation Union and the Brotherhood of Locomotive Engineers and Trainmen in that proceeding and several related proceedings is currently pending before the Board. Petitioners do not believe that rail labor’s position has any merit.

4. Petitioners now seek Board “after-the-fact” authorization through the class exemption procedures of 49 CFR 1180.2(d)(2) for the transactions identified in paragraph 3, above, because Petitioners’ now deceased former counsel inadvertently failed to obtain authority for the common control of these corporate siblings at the time they were established a few years ago. ADBF’s current counsel advised ADBF to seek Board authorization for this oversight at the time it sought to acquire the remaining 1.3 miles of track of a now dissolved subsidiary [the Tecumseh Branch Connecting Railroad Company or “TBCR”] in 2009.⁴ However, disputes between the shareholders of ADBF as well as the need to obtain permits from Michigan state authorities relating to tourist railroad services provided by ADBF or its corporate siblings delayed the filing of this notice until now.

5. The Board should allow Petitioners to utilize the class exemption of 49 CFR 1180.2(d)(2) to obtain authorization for this common control rather than require the filing of an individual petition for exemption or a full application under 49 U.S.C. 11323. Petitioners’ failure to seek prompt authorization was both inadvertent and delayed due to the complicating factors identified above. The failure to act more promptly has not adversely affected competition, the quantity or

⁴ In its decision authorizing ADBF’s acquisition of TBCR’s remaining trackage the Board reminded ADBF of the need to obtain common control authorization in footnote 1. Adrian & Blissfield Rail Road Company-Acquisition and Operation Exemption-Tecumseh Branch Connecting Railroad Company, Finance Docket No. 35035, STB served October 23, 2009,

quality of common carrier railroad service offered, safety, or the interests of carrier employees. Moreover, the Board has customarily granted such “after-the-fact” exemptions when, upon learning of the need for regulatory approval, the applicants acting in good faith sought Board approval (or an exemption from approval). See, e.g., Steuben County Industrial Development Agency—Acquisition Exemption—Line of Bath And Hammondsport Railroad Company, STB FD No. 32963, served July 15, 1997; Horsehead Corporation—Petition for Acquisition and Operation Exemption—Chestnut Ridge Railway Company, STB Finance Docket No. 34481, served March 12, 2004, slip op. at 2. While the petitioners in each of those two cases sought a “retroactive exemption” by filing an individual petition for exemption, Petitioners here urge there is no public or private interest to be served by requiring them to seek authorization through an individual petition for exemption or a formal application. Cf., Consolidated Rail Corporation—Abandonment Exemption—In Erie County, NY, STB Docket No. AB-167 Sub-no. 1164X, served October 7, 1998, slip op. at 6, 8, and 9. Consistent with footnote 2 in the Board’s 2009 decision exempting TBCR’s track acquisition referenced in footnote 4 on page 3 of this notice, *supra*, Petitioners understand that the Board may not be able to grant a “retroactive exemption.” Accordingly, Petitioners request that they be permitted to utilize the Board’s “class exemption” at 49 CFR 1180.2(d)(2) to authorize this common control *prospectively*.

6. Under Section 1180.2(d)(2) of the Board's consolidation rules certain transactions are automatically exempt from the prior approval requirements for common control under 49 U.S.C. §§11323 - 11324. Specifically, Section 1180.2(d)(2) exempts the continuance-in-control of a nonconnecting carrier where (i) the railroads will not connect with each other or any railroad in their corporate family, (ii) the continuance in control is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family, and (iii) the transaction does not involve a class I carrier.

7. The properties presently directly or indirectly owned, operated, or managed (or to be owned, operated, or managed) by Petitioners including ADBF do not physically connect and there are no plans to acquire additional rail lines for the purpose of making a connection. As noted above, each of the five operating railroads involved here is a class III short line railroad common carrier and, as illustrated by the map attached as Exhibit E, each provides rail service in the central and southern parts of Michigan. ADBF's property is located between Adrian and Riga in southeastern Michigan, just north of the Ohio border. CHS's rail line is located near Charlotte, MI, approximately halfway between Battle Creek and Lansing, in central Michigan. DCON's line is located in downtown Detroit, Wayne County,

MI. LIRR's rail line is located in LaPeer, just east of the City of Flint, in central Michigan. JAIL's property connects Jackson with Lansing but does not connect with CHS's line. Each of these five properties is located at least 18 miles from its closest corporate sibling.

8. In order to claim the Section 1180.2(d)(2) exemption, Section 1180.4(g) requires the filing of a verified notice of exemption furnishing the information requested in Sections 1180.6(1)(i)-(iii); 1180.6(5)-(6); and 1180.6(a)(7)(ii) of those rules and indicating the level of protection required.

Information about the carriers.:

49 C.F.R. §1180.6(a)(1)(i)

Name: Adrian & Blissfield Rail Road Company

Address: 38235 Executive Drive
Westland, MI 48185-1971

Telephone: (734) 641-2300

Name: Charlotte Southern Railroad Company

Address: 38235 Executive Drive
Westland, MI 48185-1971

Telephone: (734) 641-2300

Name: Detroit Connecting Railroad Company

Address: 38235 Executive Drive
Westland, MI 48185-1971

Telephone: (734) 641-2300

Name: Lapeer Industrial Railroad Company

Address: 38235 Executive Drive
Westland, MI 48185-1971

Telephone: (734) 641-2300

Name: Jackson & Lansing Railroad Company

Address: 38235 Executive Drive
Westland, MI 48185-1971

Telephone: (734) 641-2300

Legal counsel to whom questions should be addressed:

John D. Heffner
John D. Heffner, PLLC
1750 K Street, N.W.
Suite 200
Washington, D.C. 20006
Tel.: (202) 296-3333

Schedule for consummation: 49 C.F.R. §1180.6(a)(1)(ii)

March 15, 2011

Purpose to be accomplished by the transaction:
49 C.F.R. §1180.6(a)(1)(iii)

To facilitate efficient and economical operation of five independent short line railroads through centralized management, purchasing, operations, marketing, accounting, and similar functions.

State(s) where proposed operations will be conducted:
49 C.F.R. 1180.6(a)(5)

Michigan

Map showing relationship between ADBF, CHS, DCON, LIRR, and JAIL: 49 C.F.R. §1180.6(a)(6)

Attached hereto as Exhibit E .

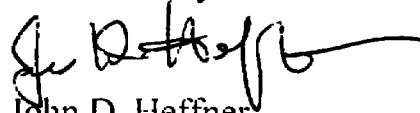
Copy of Agreement: 49 C.F.R. §1180.6(a)(7)(ii)

Not applicable as there is no agreement pertaining to the common control

9. This acquisition of control proceeding is exempt from environmental review under 49 CFR §1105.6(c)(2)(i) because the proposed action will not cause any operating changes that exceed the threshold established in 49 C.F.R. §1105.7(e)(4) or (5). In addition, this proceeding is exempt from historic review under 49 C.F.R. §1105.8(b)(i) because there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older as this trackage was recently built. Accordingly, no historic report is required.

10. Labor protection required: None. Under 49 U.S.C. 11326 transactions between class III rail carriers are not subject to labor protection.

Submitted By:

A handwritten signature in black ink, appearing to read 'John D. Heffner', with a long horizontal flourish extending to the right.

John D. Heffner

John D. Heffner, PLLC

1750 K Street, N.W.

Suite 200

Washington, D.C. 20006

(202) 296-3333

Counsel for Petitioners

Dated: February 15, 2011

EXHIBIT A

31397

SERVICE DATE - NOVEMBER 3, 2000

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33938]

Adrian & Blissfield Rail Road Company -Acquisition Exemption--Michigan Department
of Transportation

Adrian & Blissfield Rail Road Company (ADBF), a Class III rail carrier, has filed a notice of exemption under 49 CFR 1150.41 to acquire (by purchase) approximately 19.3 miles of rail lines located in Lenawee County, MI, owned by the Michigan Department of Transportation (MDOT). The lines to be acquired are as follows: (1) from east of Riga, MI, at the interchange with the Indiana and Ohio Railway, or its successor, north and west through Riga, Blissfield, Palmyra, Lenawee Junction, Grosvenor Junction, and Adrian, MI, to Porter Highway; (2) from Grosvenor Junction southwest approximately 1.7 miles; and (3) from Lenawee Junction north approximately .25 miles. The lines are described more specifically as follows: the Adrian Main Line Extension: (i) between milepost 315.5 (Interchange with Indiana & Ohio Railway at Riga) and milepost 321.0 (Grosvenor Junction); (ii) between Grosvenor Junction milepost 0.0 and milepost 1.7; (iii) between milepost 321.0 (Grosvenor Junction) and milepost 325.5 (Lenawee Junction); (iv) between Lenawee Junction milepost 0.0 and milepost 0.25; and (v) between milepost 325.5 (Lenawee Junction) and milepost 332.85 (Porter Highway). ADBF certifies that its projected revenues as a result of this transaction will

not result in the creation of a Class II or Class I rail carrier, and further certifies that its annual revenues will not exceed \$5 million. ADBF currently operates over the lines.

The earliest the transaction could be consummated was October 25, 2000, the effective date of the exemption (7 days after the exemption was filed).

If this notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke does not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33938, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Kenneth J. Bisdorf, 2301 West Big Beaver Road, Suite 600, Troy, MI 48064-3329.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

Decided: October 25, 2000.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

EXHIBIT B

31342

SERVICE DATE - OCTOBER 4, 2000

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33937]

Charlotte Southern Railroad Company–Acquisition and Operation Exemption–Adrian & Blissfield Rail Road Company

Charlotte Southern Railroad Company (CHS), a noncarrier, has filed a notice of exemption under 49 CFR 1150.31 to acquire and operate approximately 3.22 miles of rail line owned by Adrian & Blissfield Rail Road Company. The line, known as the “Charlotte Spur,” is part of Grand Trunk Western Railroad Incorporated’s Flint Subdivision at Charlotte, Eaton County, MI, and runs between milepost 21.24 and milepost 24.46.¹ CHS certifies that its projected revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier, and further certifies that its projected annual revenues will not exceed \$5 million.

The transaction is expected to be consummated on or shortly after September 28, 2000.

If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

¹ See Adrian & Blissfield Rail Road Company–Acquisition Exemption–Grand Trunk Western Railroad Incorporated, STB Finance Docket No. 33718 (STB served Mar. 3, 1999).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33937, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Kenneth J. Bisdorf, 2301 West Big Beaver Road, Suite 600, Troy, MI 48064-3329.

Board decisions and notices are available on our website at
“WWW.STB.DOT.GOV.”

Decided: September 26, 2000.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

EXHIBIT C

31340

SERVICE DATE - OCTOBER 4, 2000

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No 33935]

Detroit Connecting Railroad Company—Acquisition and Operation Exemption- Adrian & Blissfield Rail Road Company

Detroit Connecting Railroad Company (DCON), a noncarrier, has filed a notice of exemption under 49 CFR 1150.31 to acquire and operate approximately 2.27 miles of rail line owned by Adrian & Blissfield Rail Road Company. The line, known as the “Dequindre Line,” is part of Grand Trunk Western Railroad Incorporated’s Holly Subdivision at Detroit, Wayne County, MI, and runs between milepost 1.77 and milepost 4.04.¹ DCON certifies that its projected revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier, and further certifies that its projected annual revenues will not exceed \$5 million.

The transaction is expected to be consummated on or shortly after September 28, 2000.

If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

¹ See Adrian & Blissfield Rail Road Company—Acquisition Exemption—Grand Trunk Western Railroad Incorporated, STB Finance Docket No. 33692 (STB served Dec. 28, 1998).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33935, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Kenneth J. Bisdorf, 2301 West Big Beaver Road, Suite 600, Troy, MI 48084-3329.

Board decisions and notices are available on our website at
“WWW.STB.DOT.GOV.”

Decided: September 26, 2000.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

EXHIBIT D

31341

SERVICE DATE - OCTOBER 4, 2000

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33936]

Lapeer Industrial Railroad Company--Acquisition and Operation Exemption--Adrian & Blissfield Rail Road Company

Lapeer Industrial Railroad Company (LIRR), a noncarrier, has filed a notice of exemption under 49 CFR 1150.31 to acquire and operate approximately 1.34 miles of rail line owned by Adrian & Blissfield Rail Road Company (ADBF). The line, known as the "Lapeer Spur," is part of Grand Trunk Western Railroad Incorporated's (GTW) Lapeer Subdivision at Lapeer, in Lapeer County, MI, and runs between milepost 56.28 and milepost 57.62. LIRR will also acquire the right to operate approximately .88 miles of rail line which ADBF currently leases from GTW, known as the "Flint Subdivision" at Lapeer, in Lapeer County, MI. The leased line is part of GTW's second main line, and runs between milepost 289.90 and milepost 290.78.¹ LIRR certifies that its projected revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier, and further certifies that its projected annual revenues will not exceed \$5 million.

¹ See Adrian & Blissfield Rail Road Company--Acquisition Exemption--Grand Trunk Western Railroad Incorporated, STB Finance Docket No. 33747 (STB served June 3, 1999).

The transaction is expected to be consummated on or shortly after September 28, 2000.

If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33936, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Kenneth J. Bisdorf, 2301 West Big Beaver Road, Suite 600, Troy, MI 48084-3329.

Board decisions and notices are available on our website at
"WWW.STB.DOT.GOV."

Decided: September 26, 2000.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

EXHIBIT E

[illegible]

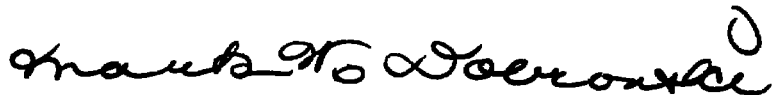
- A. Adrian & Blissfield RR
- B. Charlotte Southern RR
- C. Detroit Grosse Pointe RR

- ↳ Capter Industrial PR
- ↳ Jackson & Lausing PR

VERIFICATION

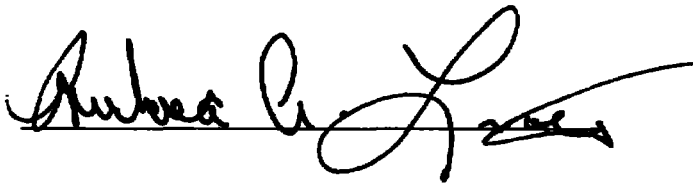
State of Michigan)
) ss;
County of Wayne)

MARK W. DOBRONSKI, being duly sworn according to law, hereby deposes and states that he holds the position of President with petition, is authorized to make this Verification, has read the foregoing document, and knows the facts asserted therein are true and accurate as stated, to the best of his knowledge, information and belief.



Mark W. Dobronski

Subscribed and sworn to before me
this 14th day of February, 2011.



BARBARA A. LASATER
Notary Public, State of Michigan
County of Lenawee
My Commission Expires Dec. 21, 2013
Acting in the County of WAYNE